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FILED
In the Office of the
Secretary of State of Texas
APR 20 1995

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Corporations Section Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is VarTec Telecom, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on March 31, 1995.

BE IT RESOLVED, that VarTec Telecom, Inc. hereby changes its aggregate number of authorized shares from one thousand (1,000) to ten million (10,000,000). The ten million (10,000,000) shares shall be issued as Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act. Each previously authorized share shall be exchanged and split into ten thousand (10,000) shares.

BE IT FURTHER RESOLVED, that Article Four of the Corporation's Articles of Incorporation dated February 27, 1989 (as amended) shall be further amended to reflect this alteration.

The amendment alters Article Four of the Corporation's Articles of Incorporation and the full text of the provision altered is now as follows:

The aggregate number of shares which the Corporation shall have authority to issue is ten million (10,000,000). The ten million (10,000,000) shares shall be issued as Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 980; and the number of shares entitled to vote thereon was 980.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated April 7, 1995.

VarTec Telecom, Inc.

By A. Joe Mitchell, Jr. President
Its Authorized Officer

FILED
In the Office of the
Secretary of State of Texas

JUL 13 1995

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is Vartec Telecom, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on May 31, 1995.

"BE IT RESOLVED, that Vartec Telecom, Inc. hereby changes its aggregate number of authorized shares from ten million (10,000,000) shares previously authorized to be issued as Class "A" Common shares with no par value to ten million (10,000,000) shares authorized to be issued as Class "A" Common shares each with a par value of one cent (\$0.01) and which shall have full rights as provided by the Texas Business Corporation Act. The present holder of one (1) share of no par value stock may exchange the share for one (1) share of one cent (\$0.01) par value stock. This change does not affect stated capital of the Corporation.

BE IT FURTHER RESOLVED, that Article Four of the Corporation's Articles of Incorporation dated February 27, 1989, as amended, shall be further amended to reflect this alteration."

The amendment alters Article Four of the Corporation's Articles of Incorporation and the full text of the provision altered is now as follows:

The aggregate number of shares which the Corporation shall have authority to issue is ten million (10,000,000). The ten million (10,000,000) shares shall be issued as Class "A" Common shares each with a par value of one cent (\$0.01) and which shall have full rights as provided by the Texas Business Corporation Act.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 980; and the number of shares entitled to vote thereon was 980.

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VARTEC TELECOM

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ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated July 10, 1995.

Vartec Telecom, Inc.

By

A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer

11:17:34

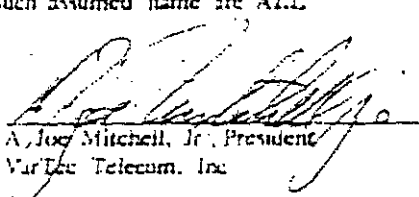
FILED
In the Office of the
Secretary of State of Texas

ASSUMED NAME CERTIFICATE
FOR AN INCORPORATED BUSINESS OR PROFESSION

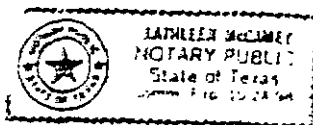
OCT 26 1995

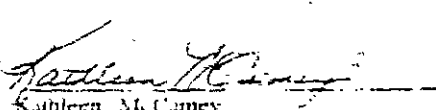
Corporations Section

1. The assumed name under which the business or professional service is or is to be conducted or rendered is Clear Choice Communications.
2. The name of the incorporated business or profession as stated in its articles of incorporation or comparable document is VarTee Telecom, Inc.
3. The state, country, or other jurisdiction under the laws of which it was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is 3200 W. Pleasant Run Rd., Lancaster, TX 75146.
4. The period, not to exceed ten years, during which the assumed name will be used is 9-18-1995 to 9-18-2004.
5. The corporation is a business corporation.
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 N. St. Paul, Dallas, TX 75201 and the name of the registered agent is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, TX 75146.
7. If the corporation is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A and the office address elsewhere is N/A.
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are ALL.


A. Joe Mitchell, Jr., President
VarTee Telecom, Inc.

Before me on this 17th day of October, 1995, personally appeared A. Joe Mitchell, Jr. and acknowledged to me that he executed the foregoing certificate for the purposes therein expressed.



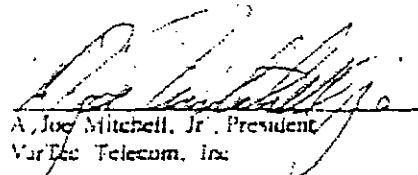

Kathleen McCamey
Notary Public, Dallas County, Texas

1000 / 3011

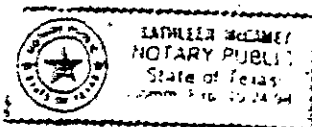
FILED
In the Office of the
Secretary of State of Texas
OCT 26 1995
Corporations Section


ASSUMED NAME CERTIFICATE
FOR AN INCORPORATED BUSINESS OR PROFESSION

1. The assumed name under which the business or professional service is or is to be conducted or rendered is Clear Choice Communications.
2. The name of the incorporated business or profession as stated in its articles of incorporation or comparable document is VarTec Telecom, Inc.
3. The state, country, or other jurisdiction under the laws of which it was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is 3200 W. Pleasant Run Rd., Lancaster, TX 75146.
4. The period, not to exceed ten years, during which the assumed name will be used is 9-18-1995 to 9-18-2004.
5. The corporation is a business corporation.
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 N. St. Paul, Dallas, TX 75201 and the name of the registered agent is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, TX 75146.
7. If the corporation is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A and the office address elsewhere is N/A.
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are All.


A. Joe Mitchell, Jr., President
VarTec Telecom, Inc.

Before me on this 17th day of October, 1995, personally appeared A. Joe Mitchell, Jr. and acknowledged to me that he executed the foregoing certificate for the purposes therein expressed.




Kathleen McCamey
Notary Public, Dallas County, Texas



The State of Texas

Secretary of State

DEC. 1, 1997

VARTEC TELECOM - STAN GEURIN
3200 W. PLEASANT RUN ROAD
LANCASTER, TX 75146

RE:
VARTEC TELECOM, INC.
CHARTER NUMBER 01105487-00

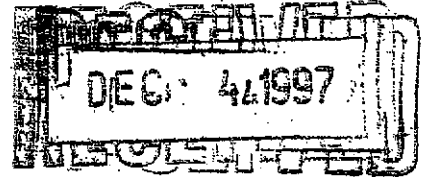
ASSUMED NAME:
TELEPHONE EXPRESS

FILE DATE: NOV. 20, 1997

DEAR SIR OR MADAM,

THE ASSUMED NAME CERTIFICATE FOR THE ABOVE REFERENCED INCORPORATED BUSINESS OR PROFESSION HAS BEEN FILED IN THIS OFFICE. THIS LETTER MAY BE USED AS EVIDENCE OF THE FILING.

IN ADDITION TO FILING WITH THE SECRETARY OF STATE, CHAPTER 36 OF THE TEXAS BUSINESS AND COMMERCE CODE REQUIRES FILING OF THE ASSUMED NAME CERTIFICATE WITH THE COUNTY CLERK IN THE COUNTIES IN WHICH THE REGISTERED OFFICE AND THE PRINCIPAL OFFICE OF THE CORPORATION ARE LOCATED.



VERY TRULY YOURS,

1077.

Antonio O. Garza, Jr., Secretary of State

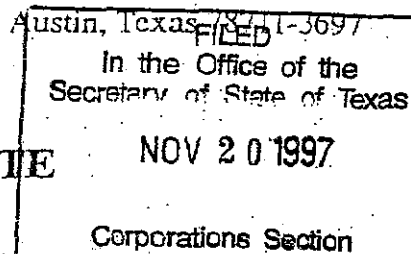


Office of the
Secretary of State



Corporations Section

P.O. Box 13697



ASSUMED NAME CERTIFICATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is VarTec Telecom, Inc.
2. The assumed name under which the business or professional service is or is to be conducted or rendered is Telephone Express
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is Attention: Legal Department
3200 West Pleasant Run Road, Lancaster, Texas 75146
4. The period, not to exceed 10 years, during which the assumed name will be used is November 17, 1997 to November 17, 2007
5. The entity is a (circle one):
 - Business Corporation
 - Non-Profit Corporation
 - Professional Corporation
 - Professional Association
 - Limited Liability Company
 - Limited Partnership
 - Registered Limited Liability Partnership

If the entity is some other type of incorporated business, professional or other association, please specify below:

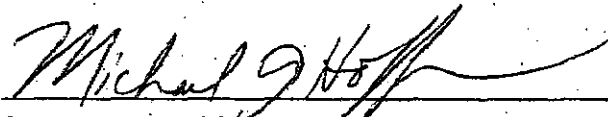
N.A.

6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 North St. Paul, Dallas, Texas 75201
and the name of its registered agent
at such address is C.T. Corporation System
The address of the principal office (if not the same as the registered office) is 3200 West Pleasant Run Road, Lancaster, Texas 75146

7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N.A.
and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N.A.
and the office address elsewhere is N.A.

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"):

ALL



Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity

Michael G. Hoffman, ^{Assistant} Secretary

State of TEXAS

County of DALLAS

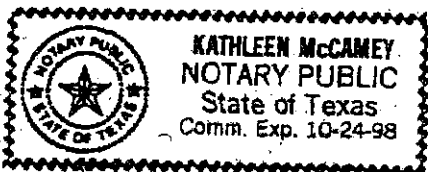
Before me, the undersigned authority, on this day personally appeared _____

Michael G. Hoffman,

known to me to be the person who signed the foregoing instrument, and acknowledged to me that he executed the instrument for the purposes therein expressed.

Given under my hand and seal of office on this 17th day of November 1997

(Notary Seal)




Notary Public



The State of Texas

Secretary of State

SEP. 5, 1997

KATHLEEN MCCAMEY, VARTEC TELECOM, INC.
3200 W. PLEASANT RUN ROAD
LANCASTER, TX 75146

RE:
VARTEC TELECOM, INC.

CHARTER NUMBER 01105487-00

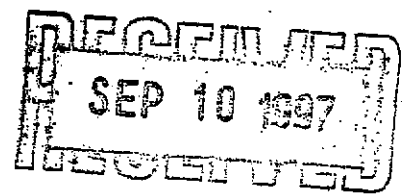
ASSUMED NAME:
U.S. REPUBLIC COMMUNICATIONS


FILE DATE: AUG. 28, 1997

DEAR SIR OR MADAM,

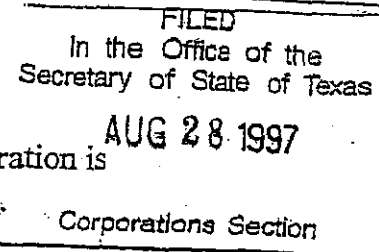
THE ABANDONMENT OF ASSUMED NAME CERTIFICATE FOR THE ABOVE
CAPTIONED INCORPORATED BUSINESS OR PROFESSION HAS BEEN FILED IN THIS
OFFICE. THIS LETTER MAY BE USED AS EVIDENCE OF FILING IN THIS OFFICE.

VERY TRULY YOURS,

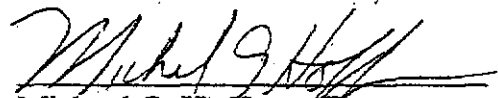



Antonio O. Garza, Jr., Secretary of State

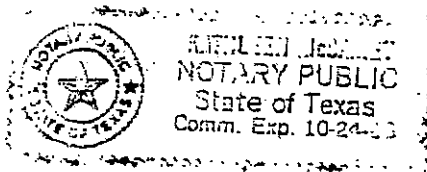
STATEMENT OF ABANDONMENT OF
ASSUMED NAME

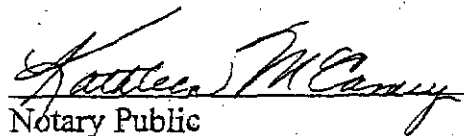


1. The name of the corporation as stated in its articles of incorporation is VarTec Telecom, Inc., and the charter number is 1105487.00.
2. The assumed name being abandoned is U.S. Republic Communications.
3. The date on which the assumed name certificate was filed in the office of the Secretary of State is August 8, 1994; an assumed name certificate has also been filed in the county clerk's office in the following county: Dallas County.
4. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 N. St. Paul, Dallas, TX 75201, and the name of its registered agent at such address is C.T. Corporation System.


Michael G. Hoffman, Esq.
Assistant Secretary

Before me on this 5 day of August, 1997, personally appeared Michael G. Hoffman, Esq. And acknowledged to me that he executed the foregoing certificate for the purposes therein expressed.




Notary Public